

RECORDATION NO. 23204 III FILED

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APR 1 '02

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 1, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Equipment Bill of Sale, dated as of March 29, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23204-AAA.

The name and address of the party to the enclosed document are:

Seller: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

[Buyer: U.S. Bancorp Equipment Finance, Inc.
7659 Southwest Mohawk Street
Tualatin, OR 97062-2177]

A description of the railroad equipment covered by the enclosed document is:

One (1) locomotive NS 5529

Mr. Vernon A. Williams
April 1, 2002
Page Two

A short summary of the document to appear in the index follows:

Equipment Bill of Sale

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

APR 1 '02

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EQUIPMENT BILL OF SALE**SURFACE TRANSPORTATION BOARD**

THIS EQUIPMENT BILL OF SALE is given by ALLFIRST BANK (herein the "Seller") to U.S. BANCORP EQUIPMENT FINANCE, INC. (successor to Firststar Bank, N.A.) (herein the "Buyer").

WITNESSETH:

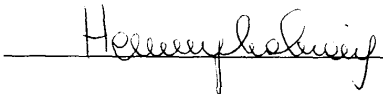
THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's rights and interest in and to the items of equipment listed on Annex A attached hereto (the "Equipment").

The interest in the Equipment is sold hereunder AS IS WHERE IS WITHOUT WARRANTY, express or implied, with respect to any matter whatsoever except that Seller warrants that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller (other than the leasehold interest of Norfolk Southern Railway Company ("Lessee") pursuant to that certain Equipment Schedule No. 12 dated as of January 31, 2002, by and between Allfirst Bank, as lessor, and Lessee, as lessee).

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed as of the 29th day of March, 2002.

WITNESS:

ALLFIRST BANK

By: 

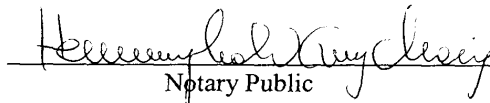
Paul L. Gettings
Vice President

STATE OF MARYLAND)

) ss:

CITY OF BALTIMORE)

The foregoing Equipment Bill of Sale was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 27th day of March, 2002 by Paul L. Gettings, a Vice President of ALLFIRST BANK, a Maryland state chartered commercial bank.


Notary Public

My commission expires: _____

[Notarial Seal]

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 20, 2005

ANNEX A

Assets

MANUFACTURER	MODEL	TYPE	PRE- REFURBISHMENT ROAD NO.	SERIAL NO.	POST- REFURBISHMENT ROAD NO.
General Motors	GP-38-2	2,000 H.P., 4- axle Locomotive	NS 2855	5778-5	NS 5529